



# PUBLIC NOTICE

Federal Communications Commission  
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**DA 05-2818**  
**Released: October 26, 2005**

## **DOMESTIC SECTION 214 APPLICATION FILED FOR TRANSFER OF CONTROL OF GLOBAL INTERNETWORKING, INC. TO 20/20 TECHNOLOGIES, INC.**

### **STREAMLINED PLEADING CYCLE ESTABLISHED**

**WC Docket No. 05-289**

**Comments Due: November 9, 2005**

**Reply Comments Due: November 16, 2005**

On October 11, 2005, 20/20 Technologies, Inc. ("20/20") and Global Internetworking, Inc. ("Global Internetworking") (collectively, the "Applicants"), filed an application, pursuant to sections 63.03 and 63.04 of the Commission's rules,<sup>1</sup> requesting authority to complete a series of transactions whereby 20/20 will acquire control of Global Internetworking. In particular, Applicants propose that a wholly owned subsidiary of 20/20 ("Buyer SubCo") will merge with and into Global Internetworking, with Global Internetworking surviving the merger.<sup>2</sup>

Applicants assert that this transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules because immediately following the proposed transactions: (1) 20/20 will hold less than a ten percent share of the interstate, interexchange market; (2) 20/20 will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions); and (3) none of the Applicants or their affiliates are dominant with respect to any service.<sup>3</sup>

Global Internetworking, a privately held Virginia corporation, provides high-capacity data transport and bandwidth solutions to carriers, service providers, systems integrators, government agencies, and medium-to large-sized enterprises. Global Internetworking also holds

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<sup>1</sup> 47 C.F.R. §§ 63.03, 63.04; *see* 47 U.S.C. § 214.

<sup>2</sup> Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic 214 application is without prejudice to Commission action on other related, pending applications.

<sup>3</sup> 47 C.F.R. § 63.03(b)(2)(i).

domestic section 214 authority and is authorized to provide intrastate long distance and in some instances, local services, in approximately 25 states. Global Internetworking is currently directly owned by D. Michael Keenan, Todd J. Vecchio, and Raymond Wiseman, who are all U.S. citizens. Keenan, the Director, Chairman, and CEO, owns 45 percent; Vecchio, the Director and President, owns 45 percent; and Wiseman, the Vice President of Network Support, owns 10 percent. Applicants state that they anticipate that following the proposed transactions, no entity will hold a 10 percent or greater direct or indirect interest in Global Internetworking.

20/20, a Delaware corporation, is a network integration software and information company that provides full-service consulting services. 20/20 also provides its clients market information regarding circuit pricing and design via its proprietary technology. 20/20 does not hold section 214 authority and is not currently authorized to provide telecommunication-related services in any jurisdiction. As of the consummation of the proposed transactions, 20/20 will be directly owned by a U.S. domestic, publicly reporting shell holding company (“Pubco”), which has no other operations. No single person or entity will hold a 10 percent or greater direct or indirect voting or equity interest in 20/20 post consummation of the proposed transaction. Currently, 20/20 is a widely held entity with no majority owner. In addition, no foreign entity owns or controls more than 10 percent of 20/20.

Applicants have agreed to complete a series of transactions whereby Global Internetworking will become a wholly owned subsidiary of 20/20. Specifically, Buyer SubCo, a newly created, wholly owned acquisition subsidiary of 20/20, will be merged with and into Global Internetworking whereupon the separate existence of Buyer SubCo shall cease and Global Internetworking will be the surviving corporation. 20/20 is in the process of consummating a “going-public” transaction through which it anticipates raising equity financing, which will provide support for the proposed transaction. In connection with the proposed transaction, simultaneous with the closing of the equity offering, 20/20 will become a wholly-owned subsidiary of Pubco, a public reporting entity, which, other than the business operations described herein, will have no other operations. Pubco will file a registration statement with the Securities and Exchange Commission to register the common stock issued in connection with the equity financing. At the same time that the proposed transactions are completed, 20/20 is expected to be widely and publicly held. In addition, ultimate ownership of Global Internetworking will also be widely and publicly held.

The Applicants expect that the proposed transactions will serve the public interest in that: (1) they will increase competition in the interstate and international markets; and (2) they will be entirely transparent to Global Internetworking’s existing customers. Immediately following the consummation of the transaction, Global Internetworking’s customers will continue to receive service under the same rates, terms, and conditions of service as before. In addition, the Applicants state that the proposed transactions will serve the public interest by providing Global Internetworking with greater access to capital. 20/20 intends to consummate a “going-public” transaction and associated equity financing prior to completion of the proposed transactions, thereby providing the combined companies with a greater level of resources to serve existing customers and to compete in the telecommunications marketplace for new customers. Through

their combined operations, Applicants believe that the combined companies will be better able to serve the needs of enterprise and carrier customers. In sum, the proposed transactions are expected to enhance the ability of Global Internetworking, to provide high-quality interstate international telecommunications services that should invigorate competition and thereby benefit consumers of telecommunications services.

## **GENERAL INFORMATION**

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to sections 1.415 and 1.419 of the Commission's rules, 47 CFR §§ 1.415, 1.419, interested parties may file **comments on or before November 9, 2005** and **reply comments on or before November 16, 2005**.<sup>4</sup> Unless otherwise notified by the Commission, Applicants are permitted to transfer the assets and related control on the 31<sup>st</sup> day after the date of this notice.<sup>5</sup> Comments may be filed using: (1) the Commission's Electronic Comment Filing System (ECFS), (2) the Federal Government's eRulemaking Portal, or (3) by filing paper copies. *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- **Electronic Filers:** Comments may be filed electronically using the Internet by accessing the ECFS: <http://www.fcc.gov/cgb/ecfs/> or the Federal eRulemaking Portal: <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.
- **For ECFS filers,** if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to [ecfs@fcc.gov](mailto:ecfs@fcc.gov), and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.
- **Paper Filers:** Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.

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<sup>4</sup> See 47 C.F.R. § 63.03(a).

<sup>5</sup> Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

The Commission's contractor will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, NE., Suite 110, Washington, DC 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class, Express, and Priority mail should be addressed to 445 12<sup>th</sup> Street, SW, Washington DC 20554.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to [fcc504@fcc.gov](mailto:fcc504@fcc.gov) or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

**You may submit comments, identified by the above noted docket number, by any of the following methods:**

- Federal eRulemaking Portal: <http://www.regulations.gov>. Follow the instructions for submitting comments.
- Federal Communications Commission's Web Site: <http://www.fcc.gov/cgb/ecfs/>. Follow the instructions for submitting comments.
- People with Disabilities: Contact the FCC to request reasonable accommodations (accessible format documents, sign language interpreters, CART, etc.) by e-mail: [FCC504@fcc.gov](mailto:FCC504@fcc.gov) or phone: 202-418-0530 or TTY: 202-418-0432.

**In addition, one copy of each pleading must be sent to each of the following:**

- (1) The Commission's duplicating contractor, Best Copy and Printing, Inc., 445 12th Street, SW, Room CY-B402, Washington, DC 20554, [www.bcpweb.com](http://www.bcpweb.com); phone: (202) 488-5300 fax: (202) 488-5563;
- (2) Tracey Wilson-Parker, Competition Policy Division, Wireline Competition Bureau, 445 12<sup>th</sup> Street, S.W., Room 5-C212, Washington, D.C. 20554; email: [tracey.wilson-parker@fcc.gov](mailto:tracey.wilson-parker@fcc.gov);
- (3) Erin C. Boone, Competition Policy Division, Wireline Competition Bureau, 445 12<sup>th</sup> Street, S.W., Room 5-B155, Washington, D.C. 20554; email: [erin.boone@fcc.gov](mailto:erin.boone@fcc.gov);
- (4) Renée R. Crittendon, Competition Policy Division, Wireline Competition Bureau, 445 12<sup>th</sup> Street, S.W., Room 5-C311, Washington, D.C. 20554; e-mail: [renee.crittendon@fcc.gov](mailto:renee.crittendon@fcc.gov);

(5) Susan O'Connell, Policy Division, International Bureau, 445 12<sup>th</sup> Street, S.W., Room 7-B544, Washington, D.C. 20554; email: [susan.o'connell@fcc.gov](mailto:susan.o'connell@fcc.gov); and

(6) James Bird, Office of General Counsel, 445 12<sup>th</sup> Street, S.W., Room 8-C824, Washington, D.C. 20554; e-mail: [james.bird@fcc.gov](mailto:james.bird@fcc.gov).

Filings and comments are also available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, SW, Room CY-A257, Washington, DC, 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, SW, Room CY-B402, Washington, DC 20554, telephone: (202) 488-5300, fax: (202) 488-5563, or via e-mail [www.bcpweb.com](http://www.bcpweb.com).

For further information, please contact Tracey Wilson-Parker, at (202) 418-1394, or Erin C. Boone at (202) 418-0064.

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